

RECORDATION NO. 21269-A FILED

JUL 28 '98

10-15 AM

ALVORD AND ALVORD
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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

July 28, 1998

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are three (3) copies of an Assignment of Lease, dated as of July 28, 1998, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement which was previously filed with the Board under Recordation Number 21269.

The names and addresses of the parties to the enclosed document are:

Assignor: MRC Rail Services, LLC
One California Street, Suite 1500
San Francisco, California 94111

Assignee: Creditanstalt Holdings Corporation
2 Greenwich Plaza
Greenwich, CT 06830

A description of the railroad equipment covered by the enclosed document is:

fifty (50) railcars bearing CHTT reporting marks and road numbers
286625 through CHTT 286674

RECEIVED
SURFACE TRANSPORTATION
BOARD

JUL 28 10 11 AM '98

Courtesy of

Mr. Vernon A. Williams
July 28, 1998
Page 2

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/bg
Enclosures

ASSIGNMENT OF LEASE

RECORDATION NO. 21269-A FILED

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FOR VALUE RECEIVED, the undersigned MRC Rail Services, LLC ("Assignor") does hereby unconditionally sell and assign to Creditanstalt Holdings Corporation ("Assignee"), its successors and assigns, all of Assignor's rights under the Equipment Lease listed on Schedule 1-EL attached to this Assignment of Lease, together with any and all rights and claims against any person inuring to Assignor's benefit as lessor thereunder. Assignee hereby assumes and agrees to keep, perform and fulfill all terms, covenants, conditions and obligations of Assignor as lessor under said Equipment Lease to the extent attributable to any period after the date hereof.

Assignor further covenants and agrees to execute and deliver or cause to be executed and delivered all such further instruments and documents as may be reasonably requested by Assignee for the better effecting, perfecting and confirming the sale and assignment evidenced hereby.

This Assignment of Lease is delivered pursuant to the terms of the Railcar Purchase Agreement dated as of July ~~22~~²⁸, 1998 between Assignor and Assignee and is *RS* delivered subject to certain representations and warranties contained therein, each of which shall survive the execution and delivery hereof. Nothing herein shall be construed to amend, merge or waive any such representation or warranty or any other term or condition of said Agreement.

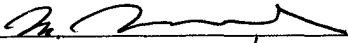
This Assignment of Lease shall be construed in accordance with, and shall be governed by, the laws of the State of New York. Each party hereby consents to the personal jurisdiction of all state and federal courts sitting within the County of New York and State of New York for all purposes relating to this Agreement.


This Assignment of Lease may be executed in any number of counterparts, no one of which needs to be executed by all parties, and shall be binding upon all parties with the same force and effect as if all the parties had signed the same document, and each such signed counterpart shall constitute an original of this Assignment of Lease.


Executed and delivered this ~~22nd~~ ¹⁷ day of July, 1998.

MRC RAIL SERVICES, LLC

CREDITANSTALT HOLDINGS
CORPORATION

By: 
Name: Michihiro Jose
Capacity: Vice President

By: 
Name: M. Roy Gosse
Capacity: Vice President

By: 
Name: W. F. Desmond
Capacity: V. P.

SCHEDULE 1-EL

LIST OF EQUIPMENT LEASES

1. Schedule No. 2 dated February 23, 1998 under Lease Agreement dated January 7, 1998 by and between MRC Rail Services, LLC and its Assigns and Union Pacific Railroad Company covering fifty (50) mill gondola railcars marked and numbered CHTT286625 – 286674 inclusive.

[remainder of page left blank intentionally]

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California
County of San Francisco
On July 20, 1998 before me, Shirlyn J.S. Kim
Date Name and Title of Officer (e.g., "Jane Doe, Notary Public")
personally appeared Michihiko Nose
Name(s) of Signer(s)

☒ personally known to me – OR – ☐ proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.

Shirlyn J.S. Kim
Signature of Notary Public

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: Assignment of Lease
Document Date: 7-22-98 Number of Pages: 3
Signer(s) Other Than Named Above: Creditanstalt Holdings Corp.

Capacity(ies) Claimed by Signer(s)

Signer's Name: _____

- ☐ Individual
☐ Corporate Officer
Title(s): _____
☐ Partner — ☐ Limited ☐ General
☐ Attorney-in-Fact
☐ Trustee
☐ Guardian or Conservator
☐ Other: _____

RIGHT THUMBPRINT
OF SIGNER
Top of thumb here

Signer Is Representing:

Signer's Name: _____

- ☐ Individual
☐ Corporate Officer
Title(s): _____
☐ Partner — ☐ Limited ☐ General
☐ Attorney-in-Fact
☐ Trustee
☐ Guardian or Conservator
☐ Other: _____

RIGHT THUMBPRINT
OF SIGNER
Top of thumb here

Signer Is Representing:

STATE OF CONNECTICUT)

) ss.:

COUNTY OF FAIRFIELD)

On this 23 day of JULY, 1998, before me personally came
M. Roy Gosse, to me known, who, being by me duly sworn, did depose and
say that ~~she~~/he resides at P.O. Box 84, EASTON, CT. 06612 ;
that ~~she~~/he is the VICE PRESIDENT of the corporation described in a
which executed the foregoing instrument; and that she/he signed her/his name thereto by
all necessary and due corporate action.

Virginia A. Laversa

Notary Public

VIRGINIA A. LAVERSA

NOTARY PUBLIC

MY COMMISSION EXPIRES JAN. 31, 2001

STATE OF CONNECTICUT)

) ss.:

COUNTY OF FAIRFIELD)

On this 23rd day of JULY, 1998, before me personally came
William J. Desmond, to me known, who, being by me duly sworn, did depose
and say that ~~she~~/he resides at 80 Candlewood RD, STRATFORD CT 06457 ;
that ~~she~~/he is the Vice President of the corporation described in and
which executed the foregoing instrument; and that she/he signed her/his name thereto by
all necessary and due corporate action.

Virginia A. Laversa

Notary Public

VIRGINIA A. LAVERSA

NOTARY PUBLIC

MY COMMISSION EXPIRES JAN. 31, 2001